

Edwards & Angell LLP

101 Federal Street Boston, MA 02110 617.439.4444 fax 617.439.4170

FILED
U.S. DISTRICT COURT
DISTRICT OF MASS.

2004 JUN 25

Mark B. Dubnoff

617/951.5533

mdubnoff@EdwardsAngell.com

June 24, 2004

Civil Clerk's Office
United States District Court for the
District of Massachusetts
One Courthouse Way
Boston, MA 02210

DOCKETED

U.S. DISTRICT COURT
DISTRICT OF MASS.


Re: Pacific Packaging Products, Inc. v. Baldwin & Clarke, et al.
USDC, Civil Action No. 04-11102-MLW

Dear Sir/Madam:

Pursuant to Local Rule 81.1(a), Defendants Baldwin & Clarke, Jefferson Pilot Securities Corp., Michael J. Kenney and Scott D. LaValley hereby file certified copies of all records and proceedings in the state court and the certified copy of all docket entries in the state court.

Thank you for your assistance in this matter.

Very truly yours,

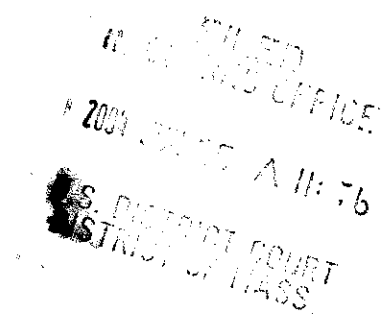


Mark B. Dubnoff

Enclosures

cc (w/o encls): John D. Hughes, Esq.
Lora M. McSherry, Esq.
Anthony S. Augeri, Esq.

MICV2004-01576



PACIFIC PACKAGING PRODUCTS, INC

V.

BALDWIN & CLARKE, ET AL

****REMOVED TO US DISTRICT COURT****

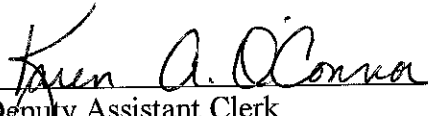
**Commonwealth of Massachusetts
SUPERIOR COURT DEPARTMENT
THE TRIAL COURT
CAMBRIDGE**

MICV 2004-01576

I, Karen O'Connor, Deputy Assistant Clerk of the Superior Court, within and for said County of Middlesex, do certify that the annexed papers are true copies made by photographic process of pleadings entered in the Superior Court on the 14th of April in the year of our Lord, Two Thousand Four



In testimony whereof, I hereunto set my hand and affix the seal of said Superior Court, at Cambridge, in said County, this 21st of June, in the year of our Lord, Two Thousand Four


Deputy Assistant Clerk

FILED
Clerk's Office
USDC Mass.
Date 5/24/04
By Deputy Clerk

FILED
IN CLERKS OFFICE

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

2004 MAY 24 P 3 01

04 11102 MLW

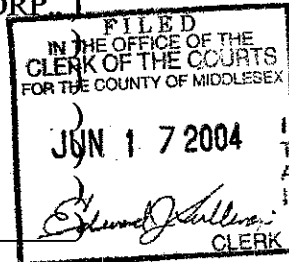
PACIFIC PACKAGING PRODUCTS, INC.
Plaintiff,

v.

Civil Action No.

BALDWIN & CLARKE,
JEFFERSON PILOT SECURITIES CORP.
BENEFIT STRATEGIES, LLC,
MICHAEL J. KENNEDY, AND
SCOTT D. LAVALLEY

Defendant.



I HEREBY ATTEST AND CERTIFY
THAT THE FOREGOING DOCUMENT IS A FULL, TRUE
AND CORRECT COPY OF THE ORIGINAL ON FILE
IN MY OFFICE AND IN MY LEGAL CUSTODY.

CLERK, U.S. DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NOTICE OF REMOVAL

BY: [Signature]

Pursuant to 28 U.S.C. §§ 1441 and 1446, Defendants Baldwin & Clarke Advisory Services, Inc. (identified by Plaintiff in the caption as "Baldwin & Clarke"), Jefferson Pilot Securities Corp., Michael J. Kennedy, and Scott D. LaValley hereby file this Notice of Removal. In connection therewith, the Defendants state as follows:

1. State Court Action

Plaintiff Pacific Packaging Products, Inc. sued each of the aforementioned defendants, as well as Benefit Strategies, LLC, in the Superior Court of the Commonwealth of Massachusetts for Middlesex County, Civil Action No. 2004-01576, for negligence and indemnification.

2. Federal Jurisdiction

All of the Plaintiff's claims arise out of the management of a 401K retirement benefits plan (the "Plan") established for the Plaintiff's employees. The Plan meets the definition of an "employee benefit plan" under the Employee Retirement Income Security Act, 29 U.S.C. §§ 1001, et seq., ("ERISA"), so all of the Plaintiff's common law claims are preempted by ERISA.

29 U.S.C. § 1144(a). Therefore, a federal question exists, and this Court has subject-matter jurisdiction, pursuant to 28 U.S.C. § 1331. Consequently, removal to this Court is proper pursuant to 28 U.S.C. § 1441.


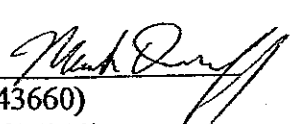
3. Timeliness of Notice of Removal.

Defendants first received notice of the Complaint by receiving their respective Summonses and a copy of the Complaint on May 3, 2004. Removal of this action is, therefore, timely under 28 U.S.C. §1446(b).

4. Relief Requested.

Defendants request that the United States District Court for the District of Massachusetts assume jurisdiction over the above-captioned action. Pursuant to 28 U.S.C. § 1446(a), copies of all process and pleadings served upon Defendants are attached as Exhibit A. Certified copies of the entries in the Superior Court docket will be filed in connection with Defendants' Local Rule 81.1 Statement.

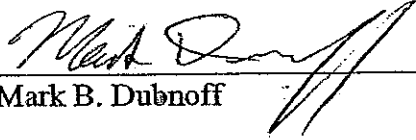
Respectfully Submitted,
BALDWIN & CLARKE,
JEFFERSON PILOT SECURITIES CORP.,
MICHAEL J. KENNEDY, AND
SCOTT D. LAVALLEY,
By their attorneys


John D. Hughes (BBO# 243660)

Mark B. Dubnoff (BBO# 637212)
EDWARDS & ANGELL, LLP
101 Federal Street
Boston, MA 02110
(617) 439-4444

May 24, 2004

CERTIFICATE OF SERVICE

I, Mark B. Dubnoff, hereby certify that on this 24th day of May, 2004, I caused a copy of the foregoing document to be sent by first-class mail, postage prepaid, to Plaintiff's counsel, Lora M. McSherry, Esq., Phillips, Gerstein, Holber & Channen, LLP, 25 Kenoza Avenue, Haverhill, MA 01830.



Mark B. Dubnoff

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, ss.

MIDDLESEX COUNTY SUPERIOR COURT
Civil Action No.:

Pacific Packaging Products, Inc.

Plaintiff

v.

Baldwin & Clarke,

Jefferson Pilot Securities Corp.,

Benefit Strategies, LLC,

Michael J. Kennedy, and

Scott D. LaValley

Defendants

COMPLAINT

PARTIES

1. The Plaintiff, Pacific Packaging Products, Inc. ("Plaintiff") is a Massachusetts Corporation with a principal place of business at 24 Industrial Way, Wilmington, Middlesex County, Massachusetts.
2. The Defendant, Baldwin & Clarke Advisory Services, Inc. ("Baldwin & Clarke") is a New Hampshire Corporation with a place of business at Coldstream Park, 116 B South River Road, Bedford, New Hampshire.
3. The Defendant, Jefferson Pilot Securities Corp. ("Jefferson Pilot") is a New Hampshire corporation with a place of business at One Granite Place, Concord, New Hampshire
4. The Defendant, Benefit Strategies LLC ("Benefit Strategies") is a New Hampshire Limited Liability Corporation with a business address of 1750 Elm Street, Suite 302, Manchester, New Hampshire.
5. Michael J. Kennedy is in individual with a known business address of 116B South River Road, Bedford, New Hampshire.

6. Scott D. LaValley is an individual with a known business address of 116B South River Road, Bedford, New Hampshire.

FACTUAL ALLEGATIONS

7. On or about October, 2003 the Plaintiff, the Trustee of the Pacific Packaging Products, Inc. Employees 401K Plan ("Plan") entered into a business relationship with Michael J. Kennedy and Scott D. LaValley, who are the agents, employees and/or representatives of the Defendants Baldwin & Clarke and Jefferson Pilot. LaValley is the Managing Director of Financial Advising Services for Baldwin & Clarke. Kennedy and LaValley are registered representatives for Jefferson Pilot.
8. Kennedy and LaValley were hired to act as the Plan's investment advisors.
9. Kennedy and LaValley recommended to the Plaintiff that the Plan change investment vendors from MFS Funds to American Funds.
10. Kennedy and/or LaValley contracted for services of Benefit Strategies to act as the Plan's administrator and facilitate the transfer from MFS Funds to American Funds.
11. The Plaintiff, as Trustee, relied on Kennedy and LaValley to assist and oversee the entire process, including overseeing the functions of Benefit Strategies and to respond to the needs of the Plan and act in the best interests of the Plaintiff.
12. On or about January 31, 2003, the MFS Funds were liquidated and all of the Defendants, acting on behalf of the Plaintiff, were required to purchase American Funds which were the most comparable in terms of investment objectives. This process is called "mapping".
13. The Plaintiff reasonably relied on the knowledge and expertise of each of the Defendants to complete the mapping process, and to make the appropriate transfers.
14. As a result of error on the part of the Defendants, certain funds from an MFS Fund were not transferred to the comparable American Fund.
15. The error in transfer resulted in a loss to the participants of the Plan.
16. As a result of that loss, the Plaintiff, as Trustee, was required to pay into the Plan

the sum of \$56,659.00 to bring the earnings of the Plan participants within that particular fund up to the balance they would have earned had the correct funds been mapped and the transfer made.

17. Despite requests by the Plaintiff, the Defendants have failed to acknowledge responsibility for the error and make any contribution to the Plaintiff for the \$56,659.00 it paid into the Plan.

CAUSE OF ACTION

(Each Cause of Action Specifically Incorporates
by Reference All of the Paragraphs Previously Set Forth Herein)

COUNT I **NEGLIGENCE AGAINST BALDWIN & CLARKE**

18. At all times relevant hereto, the Defendant Baldwin & Clarke, through their employees, agents and representatives Michael J. Kennedy and Scott D. LaValley, had the duty and obligation to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
19. The Plaintiff reasonably relied on the expertise and advice of the Defendant for this process.
20. The Defendant negligently failed to perform its obligations to the Plaintiff.
21. As a result of this negligence, Plaintiff suffered damage in the amount of \$56,659.00.

COUNT II **NEGLIGENCE AGAINST JEFFERSON PILOT SECURITIES CORP.**

22. At all times relevant hereto, the Defendant, Jefferson Pilot Securities Corp., through their employees, agents and representatives Michael J. Kennedy and Scott D. LaValley, had the duty and obligation to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
23. The Plaintiff reasonably relied on the expertise and advice of the Defendant, Jefferson Pilot Securities Corp.
24. The Defendant negligently failed to perform its obligations.

25. As a result of this negligence, Plaintiff suffered damage in the amount of \$56,659.00.

COUNT III
NEGLIGENCE AGAINST BENEFIT STRATEGIES, LLC

26. At all times relevant hereto, the Defendant Benefit Strategies LLC, had the duty and obligation to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
27. The Plaintiff reasonably relied on the expertise and advice of the Defendant, Benefit Strategies LLC to perform its obligations.
28. The Defendant negligently failed to perform its obligations.
29. As a result of this negligence, Plaintiff suffered damage in the amount of \$56,659.00.

COUNT IV
NEGLIGENCE AGAINST MICHAEL J. KENNEDY

30. At all times relevant hereto, the Defendant Michael J. Kennedy, had the duty and obligation to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
31. The Plaintiff reasonably relied on the expertise and advice of the Defendant, Michael J. Kennedy to perform its obligations.
32. The Defendant negligently failed to perform its obligations.
33. As a result of this negligence, Plaintiff suffered damage in the amount of \$56,659.00.

COUNT V
NEGLIGENCE AGAINST SCOTT D. LAVALLEY

34. At all times relevant hereto, the Defendant Scott D. LaValley, had the duty and obligation to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.

35. The Plaintiff reasonably relied on the expertise and advice of the Defendant, Scott D. LaValley to perform its obligations.
36. The Defendant negligently failed to perform its obligations.
37. As a result of this negligence, Plaintiff suffered damage in the amount of \$56,659.00.

COUNT VI
INDEMNIFICATION FROM BALDWIN & CLARKE

38. It was the duty, obligation and responsibility of Baldwin & Clarke to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
39. The Defendant failed to perform this obligation, whether by negligence, omissions or intentional conduct.
40. The damages resulting to the Plaintiff were caused by the failure of the Defendant.
41. The Defendant should indemnify the Plaintiff for the \$56,659.00 in damages it has suffered.

COUNT VII
INDEMNIFICATION FROM JEFFERSON PILOT SECURITIES

42. It was the duty, obligation and responsibility of Jefferson Pilot Securities to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
43. The Defendant failed to perform this obligation, whether by negligence, omission or intentional conduct.
44. The damages resulting to the Plaintiff were caused by the failure of the Defendant.
45. The Defendant should indemnify the Plaintiff for the \$56,659.00 in damages it has suffered.

COUNT VIII
INDEMNIFICATION FROM BENEFIT STRATEGIES, LLC

- 46. It was the duty, obligation and responsibility of Benefit Strategies LLC to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
- 47. The Defendant failed to perform this obligation, whether by negligence, omission or intentional conduct.
- 48. The damages caused to the Plaintiff were caused by the failure of the Defendant.
- 49. The Defendant should indemnify the Plaintiff for the \$56,659.00 in damages it has suffered.

COUNT IX
INDEMNIFICATION FROM MICHAEL J. KENNEDY

- 50. It was the duty, obligation and responsibility of Michael J. Kennedy to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
- 51. The Defendant failed to perform this obligation, whether by negligence, omission or intentional conduct.
- 52. The damages caused to the Plaintiff were caused by the failure of the Defendant.
- 53. The Defendant should indemnify the Plaintiff for the \$56,659.00 in damages it has suffered.

COUNT X
INDEMNIFICATION FROM SCOTT D. LAVALLEY

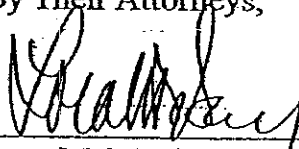
- 54. It was the duty, obligation and responsibility of Scott D. LaValley to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
- 55. The Defendant failed to perform this obligation, whether by negligence, omission or intentional conduct.

56. The damages caused to the Plaintiff were caused by the failure of the Defendant.
57. The Defendant should indemnify the Plaintiff for the \$56,659.00 in damages it has suffered.

WHEREFORE, Plaintiff prays that this Honorable Court enter the following relief:

- (a) Judgment be awarded to Plaintiff against each of the Defendants, together with interest and costs of this action;
- (b) Plaintiff be awarded reasonable attorneys' fees and costs; and
- (c) For such other and further relief as this Court may deem reasonable.

Respectfully Submitted,
Pacific Packaging Products, Inc.
By Their Attorneys,



Lora M. McSherry, Esq., BBO# 551695
Herbert P. Phillips, Esq., BBO# 398420
Phillips, Gerstein, Holber & Channen, LLP
25 Kenoza Avenue
Haverhill, MA 01830
(978) 374-1131

Dated:

April 9, 2004

TO PLAINTIFF ATTORNEY: PLEASE CIRCLE TYPE OF ACTION INVOLVED: --
TORT -- MOTOR VEHICLE TORT -- CONTRACT --
EQUITABLE RELIEF -- OTHER

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, SS
[seal]

SUPERIOR COURT
DEPARTMENT
OF THE
TRIAL COURT
CIVIL ACTION
No. MICV-2004-01576-A

Pacific Packaging Products, Inc. Plaintiff(s)

v.

Baldwin & Clarke et al., Defendant(s)

SUMMONS

To the above-named Defendant: John J. Clarke, Jr.

You are hereby summoned and required to serve upon Lora M. McSherry

plaintiff's attorney, whose address is 25 Kenoza Ave.
Haverhill, MA 01830 and Tracking Order

as answer to the complaint which is herewith
served upon you, within 20 days after service of this summons upon you, exclusive of the day of service. If you
fail to do so, judgment by default will be taken against you for the relief demanded in the complaint. You are also
required to file your answer to the complaint in the office of the Clerk of this court at 40 Thorndike St.

Cambridge, MA 02141 either before service upon plaintiff's attorney or within a
reasonable time thereafter.

Unless otherwise provided by Rule 13(a), your answer must state as a counterclaim any claim which you may
have against the plaintiff which arises out of the transaction or occurrence that is the subject matter of the plaintiff's
claim or you will thereafter be barred from making such claim in any other action.

Witness, Suzanne V. DelVecchio
at Cambridge

the 15th day of April

in the year of our Lord 2004

* served pursuant to the Massachusetts
Long Arm Statute as set forth in
Mass R.Civ.P.R. 4(e) via
Certified Mail #7002 2410 0000 8251 5885

Edward J. Sullivan
Clerk

NOTES

1. This summons is issued pursuant to Rule 4 of the Massachusetts Rules of Civil Procedure.
2. When more than one defendant is involved, the names of all such defendants should appear in the caption. If a separate summons is used for each defendant, each should be addressed to the particular defendant.

PROOF OF SERVICE OF PROCESS

I hereby certify and return that on
19..... I served a copy of the within summons, together with a copy of the complaint in this action,
upon the within-named defendant, in the following manner (See Mass. R. Civ. P. 4 (d) (1-5)):

.....
.....
.....
.....

Dated:

N.B. TO PROCESS SERVER:

**PLEASE PLACE DATE YOU MAKE SERVICE ON DEFENDANT IN THIS
BOX ON THE ORIGINAL AND ON COPY SERVED ON DEFENDANT.**

(.....)
(.....)
(.....)

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX....., ss.

SUPERIOR COURT
DEPARTMENT
OF THE
TRIAL COURT
CIVIL ACTION
No. CIV-2004-01576-A

Pacific Packaging Products, Inc., PHE.

v.

Baldwin & Clarke et al....., Defs.

SUMMONS
(Mass. R. Civ. P. 4)

TO PLAINTIFF'S ATTORNEY: PLEASE CIRCLE TYPE OF ACTION INVOLVED: —
 TORT — MOTOR VEHICLE TORT — CONTRACT —
 EQUITABLE RELIEF — OTHER

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX ss
 [local]

SUPERIOR COURT
 DEPARTMENT
 OF THE
 TRIAL COURT
 CIVIL ACTION
 No. MICV-2004-01576-A

Pacific Packaging Products, Inc. Plaintiff(s)

v.

Baldwin & Clarke et al. Defendant(s)

SUMMONS

To the above-named Defendant Michael J. Kennedy

You are hereby summoned and required to serve upon Lora M. McSherry

..... plaintiff's attorney, whose address is 25 Kenoza Ave.
Haverhill, MA 01830 and Tracking Order

....., an answer to the complaint which is herewith
 served upon you, within 20 days after service of this summons upon you, exclusive of the day of service. If you
 fail to do so, judgment by default will be taken against you for the relief demanded in the complaint. You are also
 required to file your answer to the complaint in the office of the Clerk of this court at 40 Thorndike St.
Cambridge, MA 02141

..... either before service upon plaintiff's attorney or within a
 reasonable time thereafter.

Unless otherwise provided by Rule 13(a), your answer must state as a counterclaim any claim which you may
 have against the plaintiff which arises out of the transaction or occurrence that is the subject matter of the plaintiff's
 claim or you will thereafter be barred from making such claim in any other action.

Witness, Suzanne V. DeVecchio Esquire, at Cambridge

the 15th day of April
, in the year of our Lord 2004

* served pursuant to the Massachusetts

Long Arm Statute as set forth in

Mass. R.Civ.P.4(e) via

Certified Mail #7002 2410 0000 8251-5830

Edward J. Sullivan
 Clerk

NOTES.

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2. When more than one defendant is involved, the names of all such defendants should appear in the caption. If a separate summons is used for each defendant, each should be addressed to the particular defendant.

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Dated:

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(.....)
(.....)
(.....)

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX ss.

SUPERIOR COURT
DEPARTMENT
OF THE
TRIAL COURT
CIVIL ACTION
No. 04CV-2004-01576-A

Pacific Packaging Products, Inc., PHE.

v.

Baldwin & Clarke et al., Def.

SUMMONS
(Mass. R. Civ. P. 4)

TO PLAINTIFF'S ATTORNEY: PLEASE CIRCLE TYPE OF ACTION INVOLVED: —
TORT — MOTOR VEHICLE TORT — CONTRACT —
EQUITABLE RELIEF — OTHER

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX
[seal] , ss

SUPERIOR COURT
DEPARTMENT
OF THE
TRIAL COURT
CIVIL ACTION

No. MICV-2004-01576-

Pacific Packaging Products, Inc.
Plaintiff(s)

v.

Baldwin & Clarke et al.
Defendant(s)

SUMMONS

To the above-named Defendant: Scott D. LaValley

You are hereby summoned and required to serve upon Lora M. McSherry

plaintiff's attorney, whose address is 25 Kenzo Ave.
Haverhill, MA 01830 and Tracking Order
An answer to the complaint which is herewith

served upon you, within 20 days after service of this summons upon you, exclusive of the day of service. If you fail to do so, judgment by default will be taken against you for the relief demanded in the complaint. You are also required to file your answer to the complaint in the office of the Clerk of this court at 40 Thorndike St.
Cambridge, MA 02141 either before service upon plaintiff's attorney or within a reasonable time thereafter.

Unless otherwise provided by Rule 13(a), your answer must state as a counterclaim any claim which you may have against the plaintiff which arises out of the transaction or occurrence that is the subject matter of the plaintiff's claim or you will thereafter be barred from making such claim in any other action.

Suzanne V. DeVecchio
Witness, I, Suzanne V. DeVecchio, Clerk, at Cambridge
the 15th day of April
2004
in the year of our Lord

* served pursuant to the Massachusetts
Long Arm Statute as set forth in
Mass. R.Civ.P.R. 4(e) via
Certified Mail #7002 2410 0000 8251 5884

Edward J. Sullivan
Clerk

NOTES.

1. This summons is issued pursuant to Rule 4 of the Massachusetts Rules of Civil Procedure.
2. When more than one defendant is involved, the names of all such defendants should appear in the caption. If a separate summons is used for each defendant, each should be addressed to the particular defendant.

NOTICE TO DEFENDANT — You need not appear personally in court to answer the complaint, but if you claim to have a defense, allow you or your attorney must serve a copy of your written answer within 20 days as specified herein and also file the original in the Clerk's Office.

PROOF OF SERVICE OF PROCESS

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Dated:

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(.....)
(.....)
(.....)

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX ss.
SUPERIOR COURT
DEPARTMENT
OF THE
TRIAL COURT
CIVIL ACTION
NOMICV-2004-01576-A

Pacific Packaging Products, Inc., PHE.

v.

Baldwin & Clarke et al., Def.

SUMMONS
(Mass. R. Civ. P. 4)

TO PLAINTIFF'S ATTORNEY: PLEASE CIRCLE TYPE OF ACTION INVOLVED: —
TORT — MOTOR VEHICLE TORT — CONTRACT —
EQUITABLE RELIEF — OTHER

COMMONWEALTH OF MASSACHUSETTS

SUPERIOR COURT
DEPARTMENT
OF THE
TRIAL COURT
CIVIL ACTION
No. MICV-2004-01576-A

MIDDLESEX, ss
[seal]

Pacific Packaging Products, Inc. Plaintiff(s)

v.

Baldwin & Clarke et al. Defendant(s)

SUMMONS

To the above-named Defendant: Timothy L. Stickney, Registered Agent for
Jefferson Pilot Securities Corporation

You are hereby summoned and required to serve upon Lora M. McSherry

plaintiff's attorney, whose address is 25 Kenoza Ave.
Haverhill, MA 01830 and Tracking Order

an answer to the complaint which is herewith
served upon you, within 20 days after service of this summons upon you, exclusive of the day of service. If you
fail to do so, judgment by default will be taken against you for the relief demanded in the complaint. You are also
required to file your answer to the complaint in the office of the Clerk of this court at 40 Thorndike St.
Cambridge, MA 02141

either before service upon plaintiff's attorney or within a
reasonable time thereafter.

Unless otherwise provided by Rule 13(a), your answer must state as a counterclaim any claim which you may
have against the plaintiff which arises out of the transaction or occurrence that is the subject matter of the plaintiff's
claim or you will thereafter be barred from making such claim in any other action.

Suzanne V. DeVecchio
Witness, R. [redacted] Esquire, at Cambridge
the 15th day of April
2004, in the year of our Lord

* served pursuant to the Massachusetts
Long Arm Statute as set forth in
Mass. R.Civ.P.R. 4(e) via
Certified Mail #7002 2410 0000 8251 589Z

Edward J. Sullivan
Clerk

NOTES.

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NOTICE TO DEFENDANT — You need not appear personally in court to answer the complaint, but if you claim to have a defense, either you or your attorney must serve a copy of your written answer within 20 days as specified herein and also file the original in the Clerk's Office.

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upon the within-named defendant, in the following manner (See Mass. R. Civ. P. 4 (d) (1-5)):

.....
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.....
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Dated:

N.B. TO PROCESS SERVER:

PLEASE PLACE DATE YOU MAKE SERVICE ON DEFENDANT IN THIS
BOX ON THE ORIGINAL AND ON COPY SERVED ON DEFENDANT.

(.....)
(.....)
(.....)

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX ss.
.....

SUPERIOR COURT
DEPARTMENT
OF THE
TRIAL COURT
CIVIL ACTION
No. MICV-2004-01576-A

Pacific Packaging Products, Inc., Plff.

v.

Baldwin & Clarke et al.
....., Deft.

SUMMONS
(Mass. R. Civ. P. 4)

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, ss.

MIDDLESEX COUNTY SUPERIOR COURT
Civil Action No.:

Pacific Packaging Products, Inc.
Plaintiff

v.

Baldwin & Clarke,
Jefferson Pilot Securities Corp.,
Benefit Strategies, LLC,
Michael J. Kennedy, and
Scott D. LaValley
Defendants

04-1576

FILED	
IN THE OFFICE OF THE	
CLERK OF THE COURTS	
MIDDLESEX	
APR 14 2004	
04/14/04 08:22#0000 5923	CLERK IE
TOTAL:	240.00
SURCHARGE	15.00
CLERK	25.00
SECG	20.00
041576 #	
SUBTTL	300.00
TOTAL	300.00
CHECK	300.00

COMPLAINT

PARTIES

1. The Plaintiff, Pacific Packaging Products, Inc. ("Plaintiff") is a Massachusetts Corporation with a principal place of business at 24 Industrial Way, Wilmington, Middlesex County, Massachusetts.
2. The Defendant, Baldwin & Clarke Advisory Services, Inc. ("Baldwin & Clarke") is a New Hampshire Corporation with a place of business at Coldstream Park, 116 B South River Road, Bedford, New Hampshire.
3. The Defendant, Jefferson Pilot Securities Corp. ("Jefferson Pilot") is a New Hampshire corporation with a place of business at One Granite Place, Concord, New Hampshire
4. The Defendant, Benefit Strategies LLC ("Benefit Strategies") is a New Hampshire Limited Liability Corporation with a business address of 1750 Elm Street, Suite 302, Manchester, New Hampshire.
5. Michael J. Kennedy is in individual with a known business address of 116B South River Road, Bedford, New Hampshire.

6. Scott D. LaValley is an individual with a known business address of 116B South River Road, Bedford, New Hampshire.

FACTUAL ALLEGATIONS

7. On or about October, 2003 the Plaintiff, the Trustee of the Pacific Packaging Products, Inc. Employees 401K Plan ("Plan") entered into a business relationship with Michael J. Kennedy and Scott D. LaValley, who are the agents, employees and/or representatives of the Defendants Baldwin & Clarke and Jefferson Pilot. LaValley is the Managing Director of Financial Advising Services for Baldwin & Clarke. Kennedy and LaValley are registered representatives for Jefferson Pilot.
8. Kennedy and LaValley were hired to act as the Plan's investment advisors.
9. Kennedy and LaValley recommended to the Plaintiff that the Plan change investment vendors from MFS Funds to American Funds.
10. Kennedy and/or LaValley contracted for services of Benefit Strategies to act as the Plan's administrator and facilitate the transfer from MFS Funds to American Funds.
11. The Plaintiff, as Trustee, relied on Kennedy and LaValley to assist and oversee the entire process, including overseeing the functions of Benefit Strategies and to respond to the needs of the Plan and act in the best interests of the Plaintiff.
12. On or about January 31, 2003, the MFS Funds were liquidated and all of the Defendants, acting on behalf of the Plaintiff, were required to purchase American Funds which were the most comparable in terms of investment objectives. This process is called "mapping".
13. The Plaintiff reasonably relied on the knowledge and expertise of each of the Defendants to complete the mapping process, and to make the appropriate transfers.
14. As a result of error on the part of the Defendants, certain funds from an MFS Fund were not transferred to the comparable American Fund.
15. The error in transfer resulted in a loss to the participants of the Plan.
16. As a result of that loss, the Plaintiff, as Trustee, was required to pay into the Plan

the sum of \$56,659.00 to bring the earnings of the Plan participants within that particular fund up to the balance they would have earned had the correct funds been mapped and the transfer made.

17. Despite requests by the Plaintiff, the Defendants have failed to acknowledge responsibility for the error and make any contribution to the Plaintiff for the \$56,659.00 it paid into the Plan.

CAUSE OF ACTION

(Each Cause of Action Specifically Incorporates
by Reference All of the Paragraphs Previously Set Forth Herein)

COUNT I **NEGLIGENCE AGAINST BALDWIN & CLARKE**

18. At all times relevant hereto, the Defendant Baldwin & Clarke, through their employees, agents and representatives Michael J. Kennedy and Scott D. LaValley, had the duty and obligation to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
19. The Plaintiff reasonably relied on the expertise and advice of the Defendant for this process.
20. The Defendant negligently failed to perform its obligations to the Plaintiff.
21. As a result of this negligence, Plaintiff suffered damage in the amount of \$56,659.00.

COUNT II **NEGLIGENCE AGAINST JEFFERSON PILOT SECURITIES CORP.**

22. At all times relevant hereto, the Defendant, Jefferson Pilot Securities Corp., through their employees, agents and representatives Michael J. Kennedy and Scott D. LaValley, had the duty and obligation to oversee the mapping process and proper transfer of funds from the MFS Funds to American Funds.
23. The Plaintiff reasonably relied on the expertise and advice of the Defendant, Jefferson Pilot Securities Corp.
24. The Defendant negligently failed to perform its obligations.